

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	*	
	*	
W. R. GRACE & CO., et al.,	*	Chapter 11
	*	
Debtors.	*	Case No. 01-01139 (JKF)
	*	(Jointly Administered)
	*	
	*	Related Docket Nos. 25776, 25954, 25955
	*	
	*	Hearing Date: January 10, 2011 at 9:00 a.m.
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**CNA COMPANIES' MOTION FOR LEAVE TO FILE REPLY IN SUPPORT THE  
DEBTORS' MOTION FOR AN ORDER APPROVING THE SETTLEMENT BETWEEN  
W.R. GRACE & CO. AND THE CNA COMPANIES PURSUANT TO SECTIONS 105,  
363, 1107, AND 1108 OF THE BANKRUPTCY CODE AND RULES 2002, 6004, 9014,  
AND 9019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

The CNA Companies (collectively, "CNA") hereby request authority, pursuant to Del. Bankr. LR 9006-1(c), and 9006-1(d), and Rule 9006(b) of the Federal Bankruptcy Rules, to file a Reply in support of *Debtors' Motion Pursuant to Sections 105, 363, 1107, and 1108 of the Bankruptcy Code and Rules 2002, 6004, 9014, and 9019 of the Federal Rules of Bankruptcy Procedure for an Order Approving the Settlement Agreement between W. R. Grace & Co. and the CNA Companies* (Dkt. 25776) (the "Motion") in order to respond to the objections to the Motion as described below.

In the late afternoon of December 23, 2010, the Libby Claimants filed a thirty-six (36) page objection titled "*Libby Claimants' Objection to Debtors' Motion to Approve Settlement with the CNA Companies*" (Dkt. 25955), and BNSF filed a seventeen (17) page objection titled "*Objection of BNSF Railway Company to Debtors' Motion Pursuant to Sections 105, 363, 1107 and 1108 of the Bankruptcy Code and Rules 2002, 6004, 9014, and 9019 of the Federal Rules of Bankruptcy Procedure for an Order Approving the Settlement between W. R. Grace & Co. and*

*the CNA Companies*” (Dkt. 25954). In their objections, the Libby Claimants and BNSF object on numerous grounds that require a reply, including objections to the fairness of the Settlement. CNA seeks leave to file a Reply to respond to those points. Due to the length of the objectors’ submissions, CNA also seeks leave to file a Reply in excess of five (5) pages, in order to adequately respond to the fifty-three pages of objections, and to file an accompanying Declaration of Daniel P. Caswell to support certain contentions made in the Reply. CNA seeks to file one consolidated reply of 27 pages in response to the two separate objections.

Additionally, to the extent required, CNA also moves this Court for an Order for leave from this Court’s “*Second Amended Order Establishing Case Management Procedures and Hearing Schedule*” (Dkt. 14028) (the “Case Management Order”), dated December 14, 2006, so that the Reply may be filed January 3, 2011, which is the Hearing Filing Deadline as defined by the Case Management Order, rather than one business day prior to the Hearing Filing Deadline (as specified on page four of said Order). CNA makes this request because of the December holidays and the transit and business interruptions caused by the December 26, 2010 snowstorm across the eastern United States. CNA further notes that the Reply will be included in the Final Agenda and Hearing Notebook to be provided to the Court on Monday January 3, 2011.

WHEREFORE, CNA respectfully requests the entry of an Order granting it authority to file the Reply, as attached hereto as Exhibit 1, and the accompanying Declaration of Daniel P. Caswell, attached as Exhibit 2, on January 3, 2011. A proposed Order is attached as Exhibit 3.

*[Remainder of this page left intentionally blank]*

Respectfully submitted,

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Dated: January 3, 2011